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RECORDATION NO. \_\_\_\_\_ FILED

MAY 02 '08 -3 3 0 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 2, 2008

Ms. Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Ms Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 14, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146

Ms. Anne K. Quinlan, Esq.  
May 2, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 SW-1200 locomotive: ILSX 9.

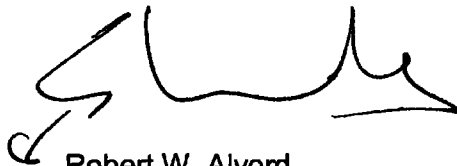
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. W. Alvord', with a stylized, cursive script.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 010)

Dated as of April 14, 2008

between

THE FIFTH THIRD LEASING COMPANY,  
Lessor

and

BUNGE NORTH AMERICA, INC.

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2008, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

## **MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of April 14, 2008, is made by and between **BUNGE NORTH AMERICA, INC.**, a New York corporation ("Lessee"), and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Lessor").

### **WITNESSETH**

1. Pursuant to a Master Equipment Lease Agreement, dated May 27, 2004, together with Equipment Schedule - No. 010 dated April 14, 2008 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor a 1967 SW-1200 124 Ton Locomotive bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

***[Signature page follows]***

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

THE FIFTH THIRD LEASING  
COMPANY

By: Gerald Whitfield  
Name: **Gerald Whitfield, VP**  
Title:

STATE OF OHIO                    )  
  ) ss.:  
COUNTY OF HAMILTON        )

On this <sup>29<sup>th</sup></sup> day of April, 2008, before me the subscriber personally appeared Gerald Whitfield, who being by me duly sworn, did depose and say: that he is a Vice President of THE FIFTH THIRD LEASING COMPANY the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Jill M. Woods  
NOTARY PUBLIC

My Commission Expires: **JILL M. WOODS**  
**NOTARY PUBLIC, STATE OF OHIO**  
**MY COMMISSION EXPIRES 06-24-11**



[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

BUNGE NORTH AMERICA, INC.

By: 

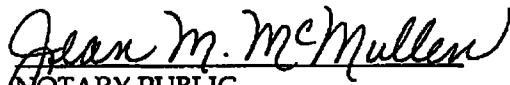
Name: John P. Gilson

Title: Treasurer

STATE OF ~~OHIO~~ MISSOURI )  
COUNTY OF ST. LOUIS ) ss.:

28th

On this ~~1st~~ day of April, 2008, before me the subscriber personally appeared John P. Gilson, who being by me duly sworn, did depose and say: that (s)he is a Treasurer of Bunge North America, Inc., a New York corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

  
NOTARY PUBLIC

My Commission Expires:



JEAN M. McMULLEN  
My Commission Expires  
January 26, 2009  
St. Charles County  
Commission #06659111

[Lessee signature page]

**EXHIBIT A**  
**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 010 dated as of April 14, 2008 to Master Equipment Lease Agreement Dated as of May 27, 2004.

**Lessor:** THE FIFTH THIRD LEASING COMPANY

**Lessee:** BUNGE NORTH AMERICA, INC., a New York corporation

**Vendor:** Independent Locomotive Service, Inc.

**Invoice No. 80137**

**One (1) 1967 SW-1200 124 Ton Locomotive with  
serial number: ILSX #9**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/2/08



\_\_\_\_\_  
Robert W. Alvord